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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, December 19, 2002

JOINT PETITION OF

CASE NO. PUC-2002-00215

LOOKING GLASS NETWORKS, INC.

and

LIGHTWAVE COMMUNICATIONS, LLC

For approval to transfer assets

ORDER GRANTING APPROVAL

On November 12, 2002, Looking Glass Networks, Inc. (“Looking Glass”), and LightWave Communications, LLC (“LightWave,” together with Looking Glass, the “Petitioners”), filed a joint petition with the State Corporation Commission (“Commission”) requesting approval, pursuant to § 56-88.1 of the Code of Virginia, for Looking Glass to acquire all of LightWave’s assets, including those held in Virginia and its wholesale customer accounts and contracts.

Looking Glass is a privately held Delaware corporation. Its principal place of business is located in Chicago, Illinois. Looking Glass is a facilities-based provider of metropolitan data transport services for carrier and enterprise customers. Looking Glass builds, owns, and operates metropolitan fiber optic networks providing data transport services to primary carrier hotels, incumbent local exchange carrier central offices, key enterprise buildings, and other data aggregation facilities located in large U.S. metro areas, including Northern Virginia.

Looking Glass is a wholly owned subsidiary of Looking Glass Networks Holding Co., Inc., which is a wholly owned subsidiary of Looking Glass Networks, LLC (“Looking Glass LLC”). Looking Glass LLC is a privately held limited liability company whose principal business is data transport services over its own high capacity optical networks.

In Virginia, Looking Glass provides telecommunications services through its wholly owned subsidiary, Looking Glass Networks of Virginia, Inc. (“LGN-VA”). LGN-VA holds a certificate of public convenience and necessity (“CPCN”) No. TT-122A to provide facilities-based interexchange telecommunications services and CPCN No. T-526 to provide local exchange telecommunications services. The Virginia CPCNs were granted in Case No. PUC-2000-00175 (PUC000175) on January 4, 2001.

LightWave is a privately held Delaware limited liability company with its principal place of business located in Laurel, Maryland. LightWave is a wholly owned subsidiary of Lightwave Communications, Inc. (“Lightwave Communications”), a privately held Delaware corporation. In Virginia, LightWave holds CPCN No. TT-136A to provide facilities-based interexchange telecommunications services and CPCN No. T-543 to provide local exchange telecommunications services. The Virginia CPCNs were granted in Case No. PUC-2000-00274 (PUC000274) on March 1, 2001.

LightWave is a facilities-based provider of metro optical access services, offering interconnection between carrier hotels, data centers, and Verizon central offices within the Washington, D.C., to New York City corridor. LightWave currently provides private line intraLATA services to telecommunications service providers and currently has 24

customers in Virginia. LightWave does not serve end users; its customers are other carriers and service providers.

The Petitioners request approval of a transaction involving the transfer of all of LightWave's assets, including its assets held in Virginia and its wholesale customer accounts and contracts to Looking Glass. LightWave is refocusing its business plan and, as a part of that process, desires to dispose of its assets. LightWave is transferring its assets and customer base; however, LightWave will retain its Virginia CPCNs. Looking Glass has also requested authority to operate under the tariffs of LightWave on an interim basis.

THE COMMISSION, upon consideration of the joint petition and representations of the Petitioners and having been advised by its Staff, is of the opinion and finds that the transfer of LightWave's assets, including those held in Virginia, to Looking Glass, as described herein, will neither impair nor jeopardize the provision of adequate service to the public at just and reasonable rates and should, therefore, be approved.

Accordingly, IT IS ORDERED THAT:

- 1) Pursuant to §§ 56-88.1 and 56-90 of the Code of Virginia, approval is hereby granted for the transfer of the assets of LightWave, including those held in Virginia, to Looking Glass.
- 2) LGN-VA is hereby granted authority to operate and provide interexchange telecommunications services on an interim basis to the existing LightWave customers pursuant to LightWave's interexchange telecommunications services tariffs on file with the Commission's Division of Communications.

- 3) LGN-VA shall provide tariffs in its name to the Division of Communications that conform to all applicable Commission rules and regulations within 60 days of the date of this Order.
- 4) There appearing nothing further to be done in this matter, it is hereby dismissed.